

6565-a

RECORDATION NO. \_\_\_\_\_ Filed & Recorded

JUN 14 1972 - 8 00 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned Notary Public hereby certifies that I have compared the attached copy of the Agreement dated as of May 26, 1972 between Auto-Train Corporation and United States Trust Co. of New York with the original thereof and the attached copy is a true and correct copy of such original in all respects.

IN WITNESS WHEREOF, the undersigned has set his signature and affixed his seal this 16<sup>th</sup> day of June, 1972.

*Elaine M. Labuda*  
Notary Public

JUN 13 1972 - 3 20 PM

AGREEMENT

INTERSTATE COMMERCE COMMISSION

Agreement dated as of May 26, 1972 by and between Auto-Train Corporation, a Florida corporation with its principal place of business at 1801 K Street Northwest, Washington, D.C., hereinafter called the Mortgagor, and United States Trust Co. of New York, a New York corporation with its principal office at 45 Wall Street, New York, New York, hereinafter called the Mortgagee.

W I T N E S S E T H :

WHEREAS, pursuant to a certain Chattel Mortgage (the "Chattel Mortgage") dated as of April 20, 1972 and filed of record with the Interstate Commerce Commission on April 21, 1972, Record No. 6565, Mortgagor granted Mortgagee a security interest in the Mortgaged Property (as that term is defined in said Chattel Mortgage) subject to existing liens as set forth on Schedule A of said Chattel Mortgage.

WHEREAS, the Mortgagor and Mortgagee desire to modify said Chattel Mortgage and Schedule A thereto to include in the term Mortgaged Property thirty-three Half Dome Cars purchased by Mortgagor on May 26, 1972 from Union Pacific Railroad Company.

NOW, THEREFORE, in consideration of the premises the parties hereto agree as follows:

1. Schedule A to the Chattel Mortgage is hereby modified to include therein thirty-three Half Dome Cars (the "Equipment") acquired from Union Pacific Railroad Company at a total cost of \$378,000, as follows: 7 Half-dome coaches manufactured by American Car & Foundry Co. ("ACF"), seller's identification numbers 7000-7003, 7005, 7007 & 7009, Auto-Train identification numbers 480-486, original cost \$84,000; 3 Half-dome coaches manufactured by Pullman Standard, seller's identification numbers

7011-7012 & 7015, Auto-Train identification numbers 487-489, original cost \$18,000; 9 Half-dome coaches manufactured by ACF, seller's identification numbers 8000-8002 & 8004-8009, Auto-Train identification numbers 580-588, original cost \$108,000; and 14 Half-dome lounges manufactured by ACF, seller's identification numbers 9000-9003 & 9005-9014, Auto-Train identification numbers 550-563, original cost \$168,000.

2. The Equipment is hereby included within the term Mortgaged Property as defined in the Chattel Mortgage and the Equipment is subject to all of the terms and provisions of the Chattel Mortgage as the same relates to Mortgaged Property.

3. The Chattel Mortgage, as herein modified, shall continue in full force and effect in accordance with its terms.

IN WITNESS WHEREOF, the Mortgagor and the Mortgagee have caused this instrument to be duly executed, as of the day and year first above written.

AUTO-TRAIN CORPORATION

By S/EUGENE K. GARFIELD  
President

[Corporate Seal]

ATTEST:

S/ Seymour Kleinman  
Secretary

UNITED STATES TRUST COMPANY OF  
NEW YORK

By S/B. Tucker White  
Assistant Vice President

[Corporate Seal]

ATTEST:

S/ Thomas J. Taylor  
Assistant Treasurer

*District of Columbia*

STATE OF NEW YORK )  
 ) ss.:  
COUNTY OF NEW YORK )

On the *16<sup>th</sup>* day of *June*, 1972 before me personally appeared *Eugene K. Garfield*, to me personally known, who being by me duly sworn, did depose and say that he resides at No. *4701 Willard Ave., Chevy Chase, Md.*; that he is the President of AUTO-TRAIN CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, that he signed his name thereto by like order, and that the execution of the foregoing instrument was the free act and deed of said corporation.

*S/ Elaine M. Labuda*  
Notary Public

(Notarial Seal)

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

On the *7th* day of *June*, 1972 before me personally appeared *S. Tucker White*, to me personally known, who being by me duly sworn, did depose and say that he resides at No. *9 Riverside Rd, Upper Montclair, N.J.*; that he is an Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Trustees of said corporation, that he signed his name thereto by like order, and that the execution of the foregoing instrument was the free act and deed of said corporation.

*S/ Irene H. Cooney*  
Notary Public

(Notarial Seal)